DIRECTORS' REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2009



Train Finance 1 Limited
Registered in England and Wales No 03114627
Registered Office Portland House, Bressenden Place, London SW1E 5BH

CONTENTS	Page
Officers and Professional Advisers	1
Directors' Report	2
Independent Auditors' Report	4
Income Statement	6
Statement of Comprehensive Income	6
Statement of Changes in Equity	7
Balance Sheet	8
Statement of Cash Flow	9
Notes to the Financial Statements	10

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS:

M Brown

T R Dugher G Lynn

K Tribley

SECRETARY:

C Smith

REGISTERED OFFICE:

Portland House

Bressenden Place

London SW1E 5BH

INDEPENDENT AUDITORS:

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Hay's Galleria 1 Hay's Lane London SE1 2RD

Registered in England and Wales No 3086378

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2009

PRINCIPAL ACTIVITIES

The purpose of Train Finance 1 Limited (the Company) was to provide finance to a group company

Given the straightforward nature of the Company's activities, the directors believe that performance indicators specific to the Company were not necessary or appropriate for an understanding of the development, performance or position of the business

REVIEW OF BUSINESS

Business Review

The directors are satisfied with the Company's performance in the year. The Company will be guided by its ultimate parent company in seeking further opportunities for growth

The directors recommend that no dividend be paid (2008 £nil)

Financial Performance

The Company's financial performance is presented in the Income Statement on page 6. The profit after tax for the year was £197,000 (2008 profit after tax £201,000) and this was transferred to reserves.

The directors do not anticipate any material change in either the type or level of activities of the Company

DIRECTORS AND COMPANY SECRETARIES

The present directors and company secretary are listed on page 1 Those who have served during the year and up to the date of signing this report are listed below with any changes from 1 January 2009 noted

Director	Appointed	Resigned
R Verrion		4 August 2009
L Oddy		25 June 2009
M Brown	3 August 2009	
T R Dugher	3 August 2009	
K Tribley	23 June 2009	
G Lynn		
Company secretaries	Appointed	Resigned
L Oddy		23 June 2009
C Smith	23 June 2009	

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

DIRECTORS' REPORT (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES (continued)

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period in preparing these financial statements, the directors are required to

- · select suitable accounting policies and then apply them consistently,
- · make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departure disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The directors confirm that they have complied with above requirements in preparing the financial statements

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the directors' report is approved, the directors confirm that

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) he / she has taken all the steps that he ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

PRINCIPAL RISKS. UNCERTAINTIES AND USE OF FINANCIAL INSTRUMENTS

The Company's portfolios of financial instruments principally comprise loans, deposits and payables Applying International Financial Reporting Standards, all portfolios are considered to be held for non-trading purposes. The directors are responsible for considering risk management issues that arise across the Company's financial instrument portfolios. Risk management policies are detailed in note 12.

From the perspective of the Company, except for the above, the principal risks and uncertainties are integrated with the principal risks of the Willow Topco Limited (the Group) and are not managed separately. Accordingly, the principal risks and uncertainties of Willow Topco Limited, which include those of the company, are discussed in the Willow Topco Limited's annual report.

Approved by the Board of Directors and signed on behalf of the Board

M. Brown Director 19 March 2010

Page 3

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRAIN FINANCE 1 LIMITED

We have audited the financial statements of Train Finance 1 Limited for the year ended 31 December 2009 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, the Statement of Cash Flow and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 2 to 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its
 profit and cash flows for the year then ended,
- · have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRAIN FINANCE 1 LIMITED (Continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

MPNOWNE

Michael Newman (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Hay's Galleria 1 Hay's Lane London SE1 2RD 19 March 2010

Registered number 03114627

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

		Year ended 31 December 2009	Year ended 31 December 2008
	Note	£'000	£'000
Administrative expenses		(38)	(8)
Operating loss		(38)	(8)
Finance income	2	312	289
Profit before tax	5	274	281
Tax expense	4	(77)	(80)
Profit attributable to equity holders of the parent	8	197	201

All profit and loss items relate to continuing operations of the Company

The notes on pages 10 to 16 form an integral part of these financial statements

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2009

	Year ended 31 December 2009	Year ended 31 December 2008
	£'000	£'000
Profit for the year	197	201
Total comprehensive income for year attributable to equity holders of the parent	197	201

All profit and loss items relate to continuing operations of the Company

Registered number 03114627

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2009

	Attributable to equity holders of the parent		
	Called up share capital	Retained earnings	Total
	£'000	£'000	£'000
At 1 January 2008	2,950	1,491	4,441
Profit for the year		201	201
At 1 January 2009	2,950	1,692	4,642
Profit for the year		197	197
At 31 December 2009	2,950	1,889	4,839

Registered number 03114627

BALANCE SHEET AT 31 DECEMBER 2009

		31 December 2009	31 December 2008
	Note	£'000	£'000
Assets			
Non-current assets	_		
Loans receivable	6	4,840	4,725
Current assets			
Current tax asset		1	-
Liabilities			
Current liabilities			
Trade and other payables	9	(2)	(3)
Current tax liabilities			<u>(80)</u>
		(2)	(83)
Net current liabilities		(1)	(83)
Total assets less current liabilities		4,839	4,642
Capital and reserves			
Called up share capital	7	2,950	2,950
Retained earnings	8	1,889	1,692
Total equity		4,839	4,642

Approved by the Board of Directors and authorised for issue on 19 March 2010 and signed on their behalf by

G Lynn Director

All equity is attributable to equity holders of the parent

Registered number 03114627

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 DECEMBER 2009

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Financing activities Issue of new loans to group companies		(14)
Net cash used in financing activities	<u> </u>	(14)
Net (decrease)/ increase in cash and cash equivalents	-	(14)
Cash and cash equivalents at the beginning of the year	-	14
Cash and cash equivalents at the end of the year Bank balances and cash		

During the year ended 31 December 2009 no transactions were settled in cash and all amounts were settled through the intercompany loan account

1. Significant accounting policies

General

Train Finance 1 Limited is a limited company and is incorporated and domiciled in Great Britain. The address of the registered office is on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report.

These financial statements have been prepared in accordance with European Union ("EU") Endorsed International Financial Reporting Standards (IFRS) and IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under IFRS

The financial statements are prepared under the historical cost convention. The principal accounting policies adopted are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described below, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The critical judgements and estimates that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements are detailed in the notes below

Adoption of the new and revised Standards

The following revised Standard has been adopted in the current period and has affected the presentation and disclosure in these financial statements

IAS 1 (revised) – *Presentation of financial statements* - provides an entity with a choice of presenting one performance statement ('statement of comprehensive income') or two statements ('income statement' and 'statement of comprehensive income') There is also a requirement to present a new financial statement ('statement of changes in equity'), which will present information that has previously been disclosed in the notes

Management decided to adopt the two statement format for the statement of comprehensive income and the financial statements now include a statement of changes in equity instead of a disclosure note

At the date of authorisation of these financial statements, the following Interpretations were effective for accounting period beginning on or after 1 January 2008, but were not relevant to the Company's operations

IFRIC 12 - 'Service concession arrangements'

IFRIC 13 - 'Customer loyalty programmes'

IFRIC 16 - 'Hedges of a net investment in a foreign operation'

IFRIC 9 (amendment) - 'Reassessment of embedded derivatives'

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after 1 January 2009 or later periods, but the Company has not early adopted them

IFRS 1 (amendment) - 'First time adoption of IFRS'

IFRS 2 (amendment) - 'Share-based payment'

IFRS 3 (amendment) - 'Business combinations'

IFRS 8 - 'Operating segments'

1 Significant accounting policies (continued)

Adoption of the new and revised Standards (continued)

IAS 32 (amendment) - 'Financial instruments Presentation'

IAS 23 (amendment) - 'Borrowing Costs'

IAS 27 (revised) - 'Consolidated and separate financial statements'

IAS 39 (amendment) - 'Financial instruments' Recognition and measurement'

IFRIC 15 - 'Agreements for construction of real estates'

IFRC 14 - IAS 19 'The limit on a defined benefit asset, minimum funding requirements and their interaction'

The directors anticipate that the adoption of these standards and Interpretations in future periods will have no material impact on the financial statements of the Company

Taxation

Tax expense represents the sum of the tax currently payable

The tax currently payable is based on taxable profit for the year Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Financial instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument

Loan receivables

Loan receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method

Operating loss

Operating loss is stated before investment income and finance costs

2. Finance income

	Year ended 31 December 2009	Year ended 31 December 2008
	£'000	£'000
Interest receivable from group undertakings	312	289
	312	289

3 Directors' and employees' emoluments

None of the directors received any emoluments for their services to the Company during the year (2008 £nil) The Company itself has no employees (2008 nil)

4 Tax expense

The charge for taxation based on the profit for the year is based on United Kingdom corporation tax at 28 0% (2008 28 5%) and comprises

28 0% (2008 28 5%) and comprises	•	
	Year ended 31 December 2009	Year ended 31 December 2008
	£'000	£'000
Current tax	77	80
The total charge for the year can be reconciled to the accounting	profit as follows	
	Year ended 31 December 2009	Year ended 31 December 2008
	£'000	£'000
Profit before taxation Expected tax charge at 28 0% (2008 28 5%)	274 77	281 80
Current taxation expense for the year	77	80
5. Profit before tax for the year		
Profit before tax for the year has been arrived at after charging		
	Year ended 31 December 2009	Year ended 31 December 2008
	£'000	£'000
Auditors' remuneration – audit services	3	3
The auditors did not provide any non-audit services during the year	ear (2008 £nil)	
6 Other financial coasts		

6. Other financial assets

Loans receivables

	2009	2008
	£000	£000
Amounts falling due within one year		
Amounts owed by group undertakings	4,840	4,725
The directors consider that the corning amount of loops to	cowahlan anneaumatan thair fair ve	tue

The directors consider that the carrying amount of loans receivables approximates their fair value

6. Other financial assets (continued)

Loans receivables (continued)

The loan from group undertakings relates to a loan entered into with Angel Trains Limited on 21 December 2007 for an original amount of £4,488,000. The loan is unsecured and accrues interest at the weighted average cost of debt of the Group's senior facilities. Accrued but unpaid interest is included in the loan balance. The loan is repayable on demand.

Cash and cash equivalents

Cash and cash equivalents comprise cash held by the Company and short-term bank deposits with an original maturity of three months or less. The carrying amount of these assets approximates their fair value

7. Share capital

	31 December 2009	31 December 2008
	£	£
Authorised 2,950,000 ordinary shares of £1	2,950	2,950
Issued, called up and fully paid 2,950,000 ordinary shares of £1	2,950	2,950

The Company has one class of ordinary shares which carry no right to fixed income

8 Retained earnings

	Retained earnings	Total
	£'000	£'000
At 1 January 2008 Total recognised income and expense for the year	1,491 201	1,491 201
At 1 January 2009 Total recognised income and expense for the year	1,692 197	1,692 197
At 31 December 2008	1,889	1,889

9. Trade and other payables

	31 December 2009	31 December 2008
	£'000	£'000
Accruals	2	3
	2	3

The directors consider that the carrying amount of trade payables approximates their fair value

10. Parent Companies

The Company's immediate parent company is Angel Trains Group Limited

The Company's ultimate holding company, ultimate controlling party, and the parent of the smallest and largest group into which the Company is consolidated is Willow Topco Limited which is incorporated and registered in Jersey. The registered office is 27 Hill Street, St Helier, JE2 4UA, Jersey

11. Related party transactions

The Company has related party relationships with the following fellow subsidiaries of the Group

Willow Holdco 1 Limited Willow Holdco 2 Limited Willow Bidco Limited Willow Rolling Stock UK Limited Angel Trains Group Limited Angel Trains Finance Limited Angel Trains Limited Angel Trains Cargo Limited Angel Trains Capital Limited (formerly Locomotion Capital Limited) The Great Rolling Stock Company Limited Train Finance 1 Limited Angel Trains Consulting Limited Angel Train Contracts Limited Angel Locomotive Leasing Limited Locomotive Operating Leasing Partnership Angel Finance Holdings Limited Angel Leasing Company Limited

Trading transactions

West Coast Train Finance Limited

During the year, the Company had the following transactions with related parties

	Interest received	Purchases	Amounts owed from related parties	Amounts owed to related parties
Accounts with	£'000	£'000	£'000	£'000
2009				
Subsidiaries	312	(38)	4,840	(2)
2008				
Subsidiaries	289	(8)	4,725	(3)

During the year no transactions were settled in cash, and all amounts were settled through the loan accounts. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received.

Compensation of key management personnel

The directors received no emoluments (2008 £nil) in respect of their services to the Company during the year

12. Risk Management

The major risks associated with the Company's business are market risk, credit risk, liquidity risk and operational risk. The Company has established a comprehensive framework for managing these risks which are continually evolving as business activities change in response to market, credit, product and other developments.

Market risk

Market risk is defined as the risk of loss as a result of adverse changes in risk factors including interest rates

The Company is not exposed to currency risk as all its assets and liabilities are U K based

The Company manages the market risk through its comprehensive framework, which is continually evolving as business activities change

Sensitivity factors

The major sensitivity factor affecting the Company is movement in interest rates

For floating rate loans receivable, the analysis is prepared assuming the loan receivable outstanding at balance sheet date was outstanding for the whole year

A movement of +/- 1% in interest rates, when applied to statistical models, will have the following impact on the profit and equity in the financial statements

Risk factor	Variability	2009	2008
		£'000	£'000
Interest rates	+1%	48	47
Interest rates	-1%	(48)	(47)

Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of customers to meet their obligations

The Company's principal financial assets are bank balances and cash, and amounts owed by other members of the group

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk. The company does not hold collateral over these balances.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies

The credit risk on group undertakings is limited because the undertakings are solvent, under common control and the directors are confident of them continuing as going concerns. Refer to note 6 for loans receivables. The credit on group undertakings is not past due.

12. Risk Management (continued)

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due

Liquidity management within the Company focuses on both overall balance sheet structure and control, within prudent limits, of risk arising from the mismatch of maturities across the balance sheet and from the undrawn commitments and other contingent obligations

Operational risk

Operational risk is the risk of unexpected losses attributable to human error, systems failure, fraud or inadequate internal financial controls and procedures

The Company manages this risk through systems and procedures to monitor transactions and positions, the documentation of transactions and periodic review by internal audit. The Company also maintains contingent facilities to support operations in the event of disaster.

Capital risk management

The company manages its capital to ensure that the company will be able to continue as a going concern while maximizing the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the company consist of cash and cash equivalents and equity attributable to equity holders of the company, comprising issued capital and retained earnings as disclosed in notes 7 and 8.

Categories of financial instruments

All financial instruments are categorised in the financial statements, in accordance with IAS 39

13. Events after the balance sheet date

There have been no significant events between the year end and the date of approval of the financial statements which would require a change or additional disclosure in the financial statements